



THE INDIAN WOOD PRODUCTS CO. LTD

Registered Office : 9, Brabourne Road, Kolkata - 700 001

Date: - April 11, 2023

The General Manager
Listing Operation
BSE Limited, PJ Tower
Dalal, Street,
Mumbai- 400001

Scrip Code: 540954

Dear Sir,

Sub: - Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

In terms of Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) regulations 2015, we forwarded herewith the Compliance Report on Corporate Governance of the Company for the Quarter and Year ended March 31, 2023.

Kindly take the above on record and acknowledge receipt.

Thanking you,

Yours Faithfully

For The Indian Wood Products Co Ltd

ANUP

GUPTA

Digitally signed by
ANUP GUPTA
Date: 2023.04.11
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Anup Gupta

Company Secretary & Compliance Officer

Membership No. ACS36061

Enclosed: - As Above

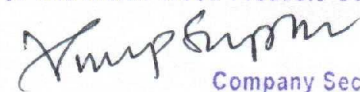
Compliance Report on Corporate Governance
Quarterly basis

1. Name of Listed Entity: The Indian Wood Products Company Limited
2. Quarter ending: March 31, 2023

I. Composition of Board of Directors

| Title (Mr / Ms) | Name of the Director | PAN & DIN | Category (Chairperson /Executive/ Non- Executive/ independent / Nominee) ⁵ | Initial Date of Appoint ment | Date of Re- app oint ment | Date of Ce ssa tion | Ten ure * | Date of Birth | No. of directo rship in listed entities includ ing this listed entity [in referen ce to Regula tion 17A(1)] | No of Indepen dent Directors ship in listed entities including this listed entity [in referenc e to proviso to regulatio n 17A(1)] | Number of membershi ps in Audit/ Stakehold er Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|-----------------------|----------------------------|---|---|---------------------------------------|--|---------------------------------|-----------------|---------------|---|---|--|---|
| Mr | Krishna Kumar Mohta | AEYPM0104P 00702306 | Chairman & Managing Director | 25/05/1980 | 01/04/2021 | - | 514 Months | 24/01/1948 | 1 | 0 | 0 | 0 |
| Mr | Bharat Mohta | AEPPM3851E 00392090 | Whole Time Director & CEO | 30/10/2005 | 01/04/2021 | - | 209 Months | 14/02/1975 | 1 | 0 | 1 | 0 |
| Mr | Rajendra Prasad Chetani | ACKPC3770B 00392215 | Non Executive & Non Independent Director | 27/04/2004 | - | - | 227 Months | 28/10/1957 | 1 | 0 | 2 | 1 |
| Mr | Surendra Bagri | ADUPB3882E 00659888 | Independent Director | 13/02/2021 | - | - | 26 months | 15/12/1965 | 1 | 1 | 0 | 0 |
| Ms. | Drisha Poddar | AIAPP0445J 07729080 | Independent Director | 18/02/2017 | 28/09/2021 | - | 73 Months | 26/11/1982 | 1 | 1 | 0 | 0 |
| Mr | Sanjay Kumar Maheshwary | AETPM2703D 00497335 | Independent Director | 30/01/2004 | 17/09/2019 | - | 230 Months | 06/02/1946 | 1 | 1 | 2 | 1 |
| Mr | Vinod Kumar Maheshwary | AAFPM5641B 02659320 | Independent Director | 13/04/2009 | 17/09/2019 | - | 168 Months | 30/01/1949 | 1 | 1 | 2 | 0 |
| | | Whether Regular chairperson appointed | | | | | | | | | | |
| | | Whether Chairperson is related to managing director or CEO | | | | | | | | | | |
| | | ⁵ PAN of any director would not be displayed on the website of Stock Exchange ⁶ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period. | | | | | | | | | | |

For The Indian Wood Products Co. Ltd.


Company Secretary

II. Composition of Committees

| Name of Committee | Whether Regular Chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$ | Date of Appointment | Date of Cessation |
|--|---------------------------------------|---------------------------|---|---------------------|-------------------|
| 1. Audit Committee | Yes | Mr. S K Maheswary | Chairperson / Independent Director | 13/02/2014 | |
| | | Mr. V K Maheshwary | Member/ Independent Director | 13/02/2014 | |
| | | Mr. R P Chenai | Member/ Non Executive / Non Independent | 13/02/2014 | |
| 2. Nomination & remuneration Committee | Yes | Mr. S K Maheswary | Chairperson / Independent Director | 22/05/2014 | |
| | | Mr. V K Maheshwary | Member/ Independent Director | 22/05/2014 | |
| | | Mr. R P Chenai | Member/ Non Executive / Non Independent | 22/05/2014 | |
| 3. Risk Management Committee (if applicable) | Yes | Mr. Krishna Kumar Mohta | Chairperson | 30/05/2018 | |
| | | Mr. Bharat Mohta | Whole Time Director & CEO | 22/05/2018 | |
| | | Mr. Surendra Bagri | Independent Director | 01/04/2021 | |
| 4. Stakeholders Relationship Committee | Yes | Mr. R P Chetani | Chairperson/ Non Executive / Non Independent | 22/05/2014 | |
| | | Mr. Bharat Mohta | Whole Time Director & CEO | 22/05/2014 | |
| | | Mr. S K Maheswary | Independent Director | 22/05/2014 | |
| | | Mr. V K Maheshwary | Independent Director | 22/05/2014 | |
| 5. Corporate Social Responsibility Committee | Yes | Mr. Krishna Kumar Mohta | Chairperson | 21/10/2016 | |
| | | Mr. Bharat Mohta | Whole Time Director & CEO | 21/10/2016 | |
| | | Mr. Surendra Bagri | Independent Director | 13/02/2021 | |

⁴ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
|---|---|------------------------------------|------------------------------|--|---|
| 14/11/2022 | 07/02/2023 | Yes | 5 | 4 | 84 Days |

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|--|------------------------------|--|---|---|
| 07/02/2023 (Audit Committee) | Yes | 3 | 3 | 14/11/2022 | 84 Days |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA) refer note below |
|--|---|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Yes |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee | N.A. |

Note:

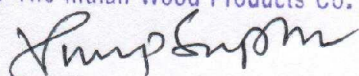
- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmation

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.

Name & Designation

For The Indian Wood Products Co. Ltd.



Company Secretary

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

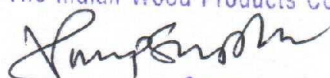
Format to be submitted by listed entity at the end of the financial year (for the whole financial year)

| Item | Compliance status (Yes/No/NA) refer note below | If Yes provide link to website. If No / NA provide reasons |
|---|---|---|
| As per regulation 46(2) of the LODR | | |
| a) Details of business | Yes | |
| b) Terms and conditions of appointment of independent directors | Yes | |
| c) Composition of various committees of board of directors | Yes | |
| d) Code of conduct of board of directors and senior management personnel | Yes | |
| e) Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | |
| f) Criteria of making payments to non-executive directors | NA | |
| g) Policy on dealing with related party transactions | Yes | |
| h) Policy for determining 'material' subsidiaries | Yes | |
| i) Details of familiarization programmes imparted to independent directors | Yes | |
| j) Email address for grievance redressal and other relevant details | Yes | |
| k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | |
| l) Financial results | Yes | |
| m) Shareholding pattern | Yes | |
| n) Details of agreements entered into with the media companies and/or their associates | NA | |
| o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | NA | |
| p) New name and the old name of the listed entity | NA | |
| q) Advertisements as per regulation 47 (1) | Yes | |
| r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments | NA | |
| s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | NA | |
| As per other regulations of the LODR: | | |
| a) Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | |
| b) Materiality Policy as per Regulation 30 | Yes | |
| c) Dividend Distribution policy as per Regulation 43A (as applicable) | NA | |

It is certified that these contents on the website of the listed entity are correct

| II Annual Affirations | | |
|---|--------------------------|---|
| Particulars | Regulation Number | Compliance Status (Yes/No/NA) refer note below |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board Composition | 17(1), 17(1A) & 17(1B) | Yes |
| Meeting of board of directors | 17(2) | Yes |
| Quorum of board meeting | 17(2A) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |

For The Indian Wood Products Co. Ltd.



Company Secretary

| | | |
|---|-------------------------------|-----|
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Recommendation of board | 17(11) | Yes |
| Maximum number of directorship | 17A | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of Nomination & Remuneration Committee | 19(1) & (2) | Yes |
| Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes |
| Meeting of Nomination & Remuneration Committee | 19(3A) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1), 20(2) and 20(2A) | Yes |
| Meeting of Stakeholder Relationship Committee | 20 (3A) | Yes |
| Composition and role of Risk Management Committee | 21(1),(2),(3),(4) | Yes |
| Meeting of Risk Management Committee | 21(3A) | Yes |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(1A),(5),(6), (7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | NA |
| Approval for material related party transactions | 23(4) | Yes |
| Disclosure of related party transactions on consolidated basis | 23(9) | Yes |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | NA |
| Annual Secretarial Compliance Report | 24(A) | Yes |
| Alternate Director to Independent Director | 25(1) | NA |
| Maximum Tenure | 25(2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Declaration from Independent Director | 25(8) & (9) | Yes |
| Directors and Officers insurance | 25(10) | NA |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non- Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |

Note

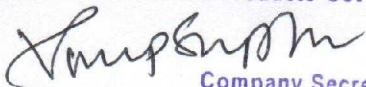
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- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

iii Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

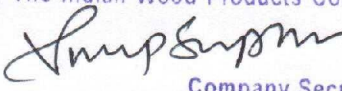
Name & Designation

For The Indian Wood Products Co. Ltd.



Company Secretary

Format to be submitted by listed entity at the end of 6 months after end of the financial year along- with the second quarter's report of the next financial year

| Affirmations | | |
|---|--------------------------------------|-------------------------------------|
| Board Heading | Regulation No | Compliance Status (Yes/No/NA) refer |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |
| <p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> | | |
| <p>Name & Designation</p> <p>For The Indian Wood Products Co. Ltd.</p> <p></p> <p>Company Secretary</p> | | |

Format to be submitted twice a year, on yearly basis by the listed entity at the end of every 6 months of the financial year.

Half Year ending- March 31, 2023

I. Disclosure of Loans / Gurantees/ comfort letters / securities etc.

A. Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

| Entity | Aggregate amount advanced during six months | Balanced Outstanding at the end of six moths |
|---|---|--|
| Promoter or any other entity controlled by them | - | - |
| Promoter Group or any other entity controlled by them | - | - |
| Directors (including relatives or any other entity ontrolled by them) | - | - |
| KMPs or any other entity controlled by them | - | - |

B. Any gurantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loans(s) or any other form of debt availed by:

| Entity | Type (gurantee, comfort letter etc) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|---|-------------------------------------|--|---|
| Promoter or any other entity controlled by them | - | - | - |
| Promoter Group or any other entity controlled by them | - | - | - |
| Directors (including relatives or any other entity ontrolled by them) | - | - | - |

C. Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (gurantee, comfort letter etc) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|---|-------------------------------------|--|---|
| Promoter or any other entity controlled by them | - | - | - |
| Promoter Group or any other entity controlled by them | - | - | - |
| Directors (including relatives or any other entity ontrolled by them) | - | - | - |

II. Affirmation:

All loans (or other form of debt), gurantees, comfort letters (by whatever name called) or securities in connection with any loans (or other forms of debt) given directly by the listed entity to promoter(s), promoters group, directors(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economics interest of the company

For The Indian Wood Products Co Ltd

For The Indian Wood Products Co. Ltd.

Name & Designation
CEO/CFO

E. P. Corn C.F.O.

Note

- These disclosures shall exclude any loan (or other forms of debt), gurantee/comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt
 - by a government company to/ for the Government of government Company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity
 - by a banking company or an insurance company; and
 - by the listed entity to its employees or directors as a part of the service conditions
- if the Listed Entity would like to provide any other information, the same may be indicated in Para D in the above table